

## **TAB F**

Georgia T. Freid

05/03/2005

Page 1

1 Volume: I  
2 Pages: 1 - 105  
3  
4 UNITED STATES DISTRICT COURT  
5 DISTRICT OF MASSACHUSETTS  
6  
7 No. 04-12333-MEL  
8  
9 CASAS, BENJAMIN & WHITE, LLC,  
10 Plaintiff,  
11 v.  
12  
13 THE POINTE GROUP, INC., a Massachusetts corporation  
14 d/b/a The Pointe Group Healthcare and Senior Living,  
15 GERALD S. FREID; BARRY FREID; and KEY CORPORATE  
16 CAPITAL, INC.,  
17 Defendants.

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DEPOSITION OF GEORGIA T. FREID

Tuesday, May 3, 2005

Conn Kavanaugh Rosenthal Peisch & Ford, LLP

Ten Post Office Square

Boston, Massachusetts

10:25 a.m.

Reporter: Linda M. Grieco

24 320 Congress Street, Boston, MA 02210

	Page 2		Page 4
1 APPEARANCES:		1 PROCEEDINGS	
2		2 STIPULATION	
3 CONN KAVANAUGH ROSENTHAL PEISCH & FORD		3 It is stipulated by and between counsel	
4 (By Erin K. Higgins, Esquire)		4 for the respective parties that the deposition is to	
5 Ten Post Office Square		5 be read and signed by the deponent under the pains	
6 Boston, Massachusetts 02109		6 and penalties of perjury within 30 days of receipt	
7 on behalf of the Plaintiff		7 of the transcript; and that the sealing and filing	
8 (617) 482-8200		8 thereof are waived; and that all objections, except	
9		9 as to form, and motions to strike are reserved to	
10 GORDON HALEY LLP		10 the time of trial.	
11 (By Stephen F. Gordon, Esquire)		11 * * * * *	
12 101 Federal Street		12 GEORGIA T. FREID,	
13 Boston, Massachusetts 02110		13 a witness called by counsel for the Plaintiff,	
14 on behalf of The Pointe Group,		14 having been satisfactorily identified by the	
15 Gerald S. Freid, Barry Freid and		15 production of her driver's license, and duly sworn	
16 the Witness		16 by the Notary Public, was examined and testified as	
17		17 follows:	
18 NIXON PEABODY, LLP		18 DIRECT EXAMINATION	
19 (By Doran Rymes, Esquire)		19 BY MS. HIGGINS	
20 889 Elm Street		20 Q. Good morning, Mrs. Freid. My name is Erin	
21 Manchester, New Hampshire 03101		21 Higgins, and I represent the plaintiff in this case,	
22 on behalf of Key Corporate Capital, Inc.		22 Casas, Benjamin & White. Have you ever had your	
23 (603) 628-4000		23 deposition taken before?	
24 Also present: Gerald Freid		24 A. Yes.	
	Page 3		Page 5
1 INDEX		1 Q. How many times?	
2 Deposition of: Direct Cross		2 A. Once.	
3 GEORGIA T. FREID		3 Q. Do you remember approximately how many years	
4 By Ms. Higgins 4		4 ago that was?	
5 By Ms. Rymes 101		5 A. Maybe two.	
6		6 Q. Was that in connection with a lawsuit?	
7		7 A. Yes.	
8		8 Q. Do you remember what the lawsuit was about?	
9		9 A. Well, I know who it was against.	
10 EXHIBITS		10 Q. Who was it against?	
11 No. Page		11 A. HDC, I believe, was suing me.	
12 39 Subpoena 10		12 Q. What kind of a company is HDC?	
13 40 E-mails from Attorney Gordon to		13 A. It's a company that -- what kind of company	
14 Matt Caine 54		14 is HDC? HDC is a company that I guess downstream	
15 41 Second Amendment to Pledge Agreement 57		15 somewhere must have loaned them money, and then they	
16 42 Second Amendment to Securities Pledge		16 would pay me back interest each month, something	
17 Agreement 12/96 57		17 like that.	
18 43 Purchase and Sale Agreement 8/9/04 81		18 Q. Where was the suit pending? Was it here in	
19 44 "Side Letter" 85		19 Massachusetts or in Florida?	
20 45 Quitclaim Deed 85		20 A. Yes, here.	
21 46 Closing Certificate 85		21 Q. Do you know what courthouse it was in,	
22 47 Amendment to Purchase and Sale		22 Middlesex or Suffolk? Was it in Cambridge or	
23 Agreement 85		23 Boston?	
24		24 A. Boston, I think. I don't know. I never	

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1 before, that anyone on the seller's side would have  
 2 to bring money to the transaction?

3 MR. GORDON: She's already answered that  
 4 question.

5 Q. Okay, I just wanted to make sure I covered  
 6 the bases. Is that your testimony?

7 A. I don't remember.

8 MR. GORDON: She's already answered  
 9 that.

10 (Off the record.)

11 Q. On the day of the closing, do you remember  
 12 there being any discussion amongst any of the people  
 13 who were there on the seller's side of the  
 14 transaction as to whether or not there were  
 15 sufficient funds to pay all the closing costs on the  
 16 seller's side of the statement?

17 A. I have no idea.

18 Q. Do you remember there being any discussion  
 19 that you either participated in or overheard as to  
 20 the amount of any escrows that were going to be  
 21 established?

22 A. I don't know.

23 Q. Mrs. Freid, I'm handing you what was marked  
 24 as Exhibit 37 at the deposition of Gerald Freid.

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1 page of this. Showing you schedule seven to the  
 2 closing statement, which is titled closing costs and  
 3 disbursement. You see that there are listed costs  
 4 and disbursement for both the buyer and the seller  
 5 there?

6 A. Yes.

7 Q. Do you see that?

8 A. Uh-hum.

9 Q. If you go down about midway down the page,  
 10 you see that there's an item --

11 A. Broker's commission.

12 Q. Yes, the broker's commission.

13 A. Yes.

14 Q. Did you see that entry on the day of the  
 15 closing?

16 A. No.

17 Q. Do you remember there being any discussion,  
 18 you see the particular language that says, it says  
 19 broker's commission and then you see there's some  
 20 language in parenthesis next to it?

21 A. Oh, the broker's -- okay, yes, I see that.

22 Q. Could you read that into the record, what's  
 23 in the parenthesis?

24 A. POC by seller.

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1 (Document exhibited to witness.)

2 Q. Can you tell me whether you have seen before  
 3 today either that e-mail or the attached invoice?

4 A. I didn't get this e-mail.

5 Q. My question is whether before today you've  
 6 ever seen that e-mail or the attached invoice?

7 A. No.

8 Q. Do you remember any discussion on the day of  
 9 the closing as to any invoice rendered by the broker  
 10 in connection with the sale of the facilities to  
 11 Epoch?

12 A. No.

13 Q. Handing you what was marked as Exhibit 38 at  
 14 the deposition of Gerald Freid.

15 (Document exhibited to witness.)

16 Q. I recognize that the e-mail that's the cover  
 17 sheet to that exhibit was not something that was  
 18 directed to you. My question has to do with the  
 19 attachment to that e-mail. This is purportedly a  
 20 copy of the closing statement from the closing. My  
 21 question is whether on the day of the closing, you  
 22 reviewed a copy of the settlement statement?

23 A. No.

24 Q. I'm just going to show you one particular

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1 Q. Do you have any understanding what POC  
 2 means?

3 A. None whatsoever.

4 Q. Do you remember there being any discussion  
 5 on the day of the closing as to what that means,  
 6 POC?

7 A. No.

8 Q. Did you have -- do you remember any  
 9 discussion on the day of the closing as to whether  
 10 or not the broker was going to be paid outside of  
 11 the closing?

12 A. No.

13 Q. You don't have any information as to who put  
 14 that on the settlement statement?

15 A. No.

16 Q. Okay, take that back.

17 MR. GORDON: Mark that as the next  
 18 exhibit.

19 (Exhibit 43 marked for identification.)

20 (Document exhibited to witness.)

21 Q. Mrs. Freid, I'm handing you a document  
 22 that's been marked as an exhibit. It's entitled  
 23 purchase and sale agreement. There's a date on the  
 24 front, August 9, 2004. Do you see that?

21 (Pages 78 to 81)

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<p style="text-align: right;">Page 82</p> <p>1 A. Yes.</p> <p>2 Q. Do you remember reviewing the purchase and 3 sale agreement for this transaction that's described 4 here?</p> <p>5 A. I've never seen this.</p> <p>6 Q. Could you turn to page 39 of the document, 7 please?</p> <p>8 A. Okay.</p> <p>9 Q. You see section 30, which has a sub-heading 10 of broker?</p> <p>11 A. Yes.</p> <p>12 Q. And you see that section refers to my 13 client, Casas, Benjamin &amp; White, LLC?</p> <p>14 A. Yes.</p> <p>15 Q. And you see the last sentence where it says, 16 "Sellers shall be responsible for paying broker and 17 shall hold buyer harmless from any claim by broker." 18 Do you see that?</p> <p>19 A. Yes.</p> <p>20 Q. Is it your testimony that you have never 21 previously reviewed that paragraph of the agreement?</p> <p>22 A. Never seen it.</p> <p>23 Q. If you could just look at page -- I guess we 24 sort of lose the page numbers, but it would have</p>	<p>1 to start, I think. Yeah, I guess so.</p> <p>2 MS. HIGGINS: Now I'm confused.</p> <p>3 A. Do you want me to list the number of the 4 page?</p> <p>5 MR. GORDON: There's no page number on 6 the signature page.</p> <p>7 MS. HIGGINS: Yes, I don't know why.</p> <p>8 These should be duplicates of one another, and I'm 9 not sure why they're not.</p> <p>10 A. This is number two.</p> <p>11 MR. GORDON: Now, there's a two here.</p> <p>12 A. But I saw 39 a minute ago somewhere.</p> <p>13 MR. GORDON: It does have the date of 14 August 4, 2004 at the top.</p> <p>15 MS. HIGGINS: These are not -- these are 16 not the same document. Mine, actually now that I'm 17 looking at it, the copy that I have in any hand says 18 "draft" on it. So this is not a final version, and 19 I think what you have is, simply because it has 20 signatures.</p> <p>21 MR. GORDON: So on the one that we've 22 now marked as Exhibit 43 --</p> <p>23 MS. HIGGINS: Correct.</p> <p>24 MR. GORDON: You're asking about the</p>
<p style="text-align: right;">Page 83</p> <p>1 been page 43.</p> <p>2 A. Yes.</p> <p>3 Q. Is that your signature that appears at 4 several places?</p> <p>5 A. There are no signatures on 43.</p> <p>6 MR. GORDON: There may be several 43's.</p> <p>7 A. Oh, there might be a lot of 43's, okay.</p> <p>8 MR. GORDON: No, there's just one.</p> <p>9 A. No, no signature on 43, 41.</p> <p>10 MR. GORDON: This is unsigned, and I 11 notice it has your initials on the first page. So 12 maybe we've marked your personal copy.</p> <p>13 MS. HIGGINS: They should be copies of 14 one another, though. It doesn't really matter.</p> <p>15 Q. I'll take that back.</p> <p>16 MS. HIGGINS: Do you have any objection 17 to us putting the exhibit sticker on the signed 18 version?</p> <p>19 MR. GORDON: In fact, you could switch 20 page one. Oh, if you can get it off, that's fine.</p> <p>21 Q. If you could look again at the signature 22 pages on that document.</p> <p>23 (Document exhibited to witness.)</p> <p>24 A. That's better. 39? That's where you want</p>	<p>1 witness's signatures.</p> <p>2 Q. Yes, forget my copy. If you could look at 3 the document that we've now marked as Exhibit 43, 4 which is what it says on the front, and just confirm 5 for me that your signature appears on the signature 6 pages to that document.</p> <p>7 A. Yes, yes.</p> <p>8 Q. Just because I don't want the record to be 9 confused, it remains your testimony that you did not 10 read that document, the one that's marked as 11 Exhibit 43, before you signed it, correct</p> <p>12 A. I did not read it.</p> <p>13 MS. HIGGINS: I'm going to have you mark 14 these as exhibits.</p> <p>15 (Exhibits 44 through 47 marked for 16 identification.)</p> <p>17 Q. Mrs. Freid, I'm handing you what's been 18 marked as Exhibits 44, 45, 46 and 47.</p> <p>19 (Documents exhibited to witness.)</p> <p>20 Q. Again, I don't have a lot of questions about 21 these. I think you previously testified that you 22 did remember the date of the closing being September 23 30th of 2004?</p> <p>24 A. Yes, it's my daughter's birthday.</p>

22 (Pages 82 to 85)